

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Biolase, Inc., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12245 (KBO)

(Jointly Administered)

***SECOND AMENDED² NOTICE OF AGENDA FOR HEARING
ON NOVEMBER 12, 2024 AT 1:00 P.M. (ET)*³**

This proceeding will be in-person. All counsel and witnesses are expected to attend unless permitted to appear remotely via Zoom.

Please refer to Judge Owens's Chambers Procedures
(<https://www.deb.uscourts.gov/content/judge-karen-b-owens>)
and the Court's website (<http://www.deb.uscourts.gov/ecourt-appearances>) for information on who may participate remotely, the method of allowed participation (video or audio), Judge Owens's expectations of remote participants, and the advance registration requirements.

Registration is required by 4:00 p.m. (Eastern time) the business day before the hearing unless otherwise noticed using the eCourtAppearances tool available on the Court's website.

Once registered, parties will receive a confirmation email containing personal log-in information for the hearing.

MATTERS GOING FORWARD:

1. Debtors' Motion for Entry of Orders (I)(A) Approving Bidding Procedures for the Sale of Substantially All of the Debtors' Assets, (B) Designating the Stalking Horse Bidder, (C) Scheduling an Auction and Approving the Form and Manner of Notice Thereof, (D) Approving Assumption and Assignment Procedures, (E) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof and (F) Granting Related Relief; and

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor's federal tax identification number, are: Biolase, Inc. (2441); BL Acquisition Corp. (4140); BL Acquisition II, Inc. (6022); and Model Dental Office, LLC (9372). The Debtors' headquarters are located at 27042 Towne Centre Drive, Suite 270, Foothill Ranch, CA 92610-2811.

² Amended items appear in bold.

³ All motions and other pleadings referenced herein are available online at the following address: <https://dm.epiq11.com/case/biolase>.

(II)(A) Approving the Sale of the Debtors' Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Granting Related Relief [[Docket No. 11](#) – filed on October 1, 2024]

Sale Objection/Response Deadline: November 4, 2024 at 4:00 p.m. (ET); extended until November 7, 2024 at 4:00 p.m. for the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee") and the Official Committee of Unsecured Creditors (the "Committee").

Sale Objections/Responses Received:

- A. Omnibus Objection of the Official Committee of Unsecured Creditors to the Debtors' Motion for Interim and Final Orders (I) Authorizing the Debtors to Obtain Debtor-In-Possession Financing and Use Cash Collateral; (II) Granting Adequate Protection; and (III) Granting Related Relief; and (ii) Debtors' Motion for Entry of Orders (I)(A) Approving Bidding Procedures for the Sale of Substantially All of the Debtors' Assets, (B) Designating the Stalking Horse Bidder, (C) Scheduling an Auction and Approving the Form and Manner of Notice Thereof, (D) Approving Assumption and Assignment Procedures, (E) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof and (F) Granting Related Relief; and (II)(A) Approving the Sale of the Debtors' Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Granting Related Relief [[Docket No. 194](#) – filed on November 7, 2024]
- B. **Motion of the Debtors for Leave to File and Serve a Late Reply in Response to the Official Committee of Unsecured Creditor's Omnibus Objection** [[Docket No. 206](#) – filed on November 11, 2024]
- C. **Debtors' Omnibus Reply to the Official Committee of Unsecured Creditors' Objections to the Debtors' (I) DIP Financing Motion and (II) Sale Motion** [[Docket No. 207](#) – filed on November 11, 2024]
- D. **Sonendo, Inc.'s Reply in Opposition to the Omnibus Objection of the Official Committee of Unsecured Creditors to the DIP Motion and the Sale Motion** [[Docket No. 208](#) – filed on November 11, 2024]

Cure Objection Deadline: November 4, 2024 at 4:00 p.m. (ET). Extended to November 6, 2024 at 4:00 p.m. for Foothill Corporate I MT, LLC. Extended until November 6, 2024 at 4:00 p.m. for Optek Systems.

Cure Objections/Responses Received:

- A. Informal response from Foothill Corporate I MT, LLC

Status: This matter is resolved.

- B. Objection of OpTek Systems Inc. to Debtors' Amended Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Sale of Substantially All Assets [[Docket No. 190](#) – filed on November 6, 2024]

Status: This matter is being adjourned to the next omnibus hearing.

Related Documents:

- A. Order (A) Approving Bidding Procedures for the Sale of Substantially all of the Debtors' Assets, (B) Designating the Stalking Horse Bidder, (C) Scheduling an Auction and Approving the Form and Manner of Notice Thereof, (D) Approving Assumption and Assignment Procedures, (E) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof and (F) Granting Related Relief [[Docket No. 115](#) – filed on October 17, 2024]
- B. Notice of Sale, Bidding Procedures, Auction, Sale Hearing and Other Deadlines Related Thereto [[Docket No. 116](#) – filed on October 17, 2024]
- C. Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Sale of Substantially All Assets [[Docket No. 120](#) – filed on October 21, 2024]
- D. Amended Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Sale of Substantially All Assets [[Docket No. 139](#) – filed on October 24, 2024]
- E. Affidavit of Publication of Notice of Sale, Bidding Procedures, Auction, Sale Hearing and Other Deadlines Related Thereto in USA TODAY [[Docket No. 141](#) – filed on October 25, 2024]
- F. Second Amended Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Sale of Substantially All Assets [[Docket No. 181](#) – filed on November 1, 2024]
- G. Notice of Virtual Auction of the Debtors' Assets [[Docket No. 182](#) – filed on November 3, 2024]
- H. Notice of Auction Results [[Docket No. 189](#) - filed on November 5, 2024]

- I. Notice of Filing of Proposed Sale Order [[Docket No. 199](#) - filed on November 8, 2024]
- J. Notice of Filing Proposed Asset Purchase Agreement Between the Debtors and Successful Bidder [[Docket No. 200](#) - filed on November 8, 2024]
- K. **Notice of Filing Auction Transcript [[Docket No. 202](#) – filed on November 11, 2024]**
- L. **Notice of Filing of Revised Proposed Sale Order [[Docket No. 204](#) – filed on November 11, 2024]**
- M. **Supplemental Declaration of Craig D. Warznak in Support of the Debtors’ Motion for Entry of Order (A) Approving the Sale of the Debtors’ Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Granting Related Relief [[Docket No. 205](#) – filed on November 11, 2024]**

Witness Information: The Debtors intend to offer testimony from Craig Warznak.

Status: This matter will be going forward.

- 2. Motion of the Debtors for Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing and Use Cash Collateral; (II) Granting Adequate Protection; and (III) Granting Related Relief [[Docket No. 17](#) - filed on October 2, 2024]

Response/Objection Deadline: October 21, 2024 at 4:00 p.m. (ET); extended for the U.S. Trustee and the Committee

Responses Received:

- i. Informal comments from the U.S. Trustee
- ii. Omnibus Objection of the Official Committee of Unsecured Creditors to the Debtors’ Motion for Interim and Final Orders (I) Authorizing the Debtors to Obtain Debtor-In-Possession Financing and Use Cash Collateral; (II) Granting Adequate Protection; and (III) Granting Related Relief; and (ii) Debtors’ Motion for Entry of Orders (I)(A) Approving Bidding Procedures for the Sale of Substantially All of the Debtors’ Assets, (B) Designating the Stalking Horse Bidder, (C) Scheduling an Auction and Approving the Form and Manner of Notice Thereof, (D) Approving Assumption and Assignment Procedures, (E) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof and (F) Granting Related Relief; and (II)(A) Approving the Sale of the Debtors’ Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Granting Related Relief [[Docket No. 194](#) – filed on November 7, 2024]

- iii. **Motion of the Debtors for Leave to File and Serve a Late Reply in Response to the Official Committee of Unsecured Creditor's Omnibus Objection** [[Docket No. 206](#) – filed on November 11, 2024]
- iv. **Debtors' Omnibus Reply to the Official Committee of Unsecured Creditors' Objections to the Debtors' (I) DIP Financing Motion and (II) Sale Motion** [[Docket No. 207](#) – filed on November 11, 2024]
- v. **Sonendo, Inc.'s Reply in Opposition to the Omnibus Objection of the Official Committee of Unsecured Creditors to the DIP Motion and the Sale Motion** [[Docket No. 208](#) – filed on November 11, 2024]

Related Documents:

- A. Declaration of Craig D. Warznak in Support of the Debtors' Motion for Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing and Use Cash Collateral; (II) Granting Adequate Protection; and (III) Granting Related Relief [[Docket No. 18](#) - filed on October 2, 2024]
- B. Declaration of John R. Beaver in Support of Chapter 11 Petitions and First Day Motions [[Docket No. 19](#) - filed on October 2, 2024]
- C. Notice of Filing of Revised Order (I) Authorizing the Debtors to Obtain Postpetition Financing and Use Cash Collateral; (II) Granting Adequate Protection; (III) Granting Related Relief [[Docket No. 49](#) – filed on October 3, 2024]
- D. Certification of Counsel Regarding Revised Proposed Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing and Use Cash Collateral; (II) Granting Adequate Protection; and (III) Granting Related Relief [[Docket No. 65](#) – filed on October 3, 2024]
- E. Order (I) Authorizing the Debtors to Obtain Postpetition Financing and Use Cash Collateral; (II) Granting Adequate Protection; and (III) Granting Related Relief [[Docket No. 66](#) – entered on October 3, 2024]
- F. Omnibus Notice of Second Day Hearing to be Held on October 28, 2024 at 10:00 a.m. (ET) [[Docket No. 69](#) – filed on October 3, 2024]
- G. Certification of Counsel Regarding Second Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing and Use Cash Collateral; (II) Granting Adequate Protection; and (III) Granting Related Relief [[Docket No. 165](#) – filed on October 26, 2024]

- H. Second Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing and Use Cash Collateral; (II) Granting Adequate Protection; and (III) Granting Related Relief [[Docket No. 168](#) – entered on October 28, 2024]
- I. **Notice of Filing of Proposed Final Order (A) Authorizing the Debtors to Obtain Postpetition Financing and use Cash Collateral; (II) Granting Adequate Protection; and (III) Granting Related Relief [[Docket No. 209](#) – filed on November 11, 2024]**

Status: This matter is going forward.

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Dated: November 12, 2024
Wilmington, Delaware

Respectfully submitted,

/s/ Maria Kotsiras

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